1134843

FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB A	PPROVAL
OMB NUMBER:	3235-0076
Expires:	July 31, 2008
Estimated average burden	-
hours per response	16.00

•	•	SEC	USE ONLY
Prefix			Serial
		DAT	E RECEIVED
	1	İ	

Name of Offering (□ check if this is an amend	lment and name has changed, and indicate change.)		ge6 seging
Series C Preferred Stock			~ ~VM3A.
Filing Under (Check box(es) that apply):	☐ Rule 504 ☐ Rule 505 ■ Rule 506 ☐ Se	ction 4(6) 🗆 ULOE	Mall Proving
Type of Filing: ■ New Filing	nt		MIC OB SOUR
	A. BASIC IDENTIFICATION I		NOO
1. Enter the information requested about the i	ssuer .	PROCESSEE	Weehington, DC
Name of Issuer (check if this is an amendment	ent and name has changed, and indicate change.)	2 AUG 11 2008	403
BinOptics Corporation		•	-DA
Address of Executive Offices (Number a	and Street, City, State, Zip Code)	THOMSON REUT	Chounding Area Code)
9 Brown Road, Ithaca, NY 14850		607-257-3200	
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, State, Zip Code)	Telephone Numbe	11678 4970 1688 4970 1888 1890 1810 1810 1810
Brief Description of Business:			
engaged in the development of optical devic	es based on semiconductor technology		08057656
Type of Business Organization			
■ corporation	□ limited partnership, already formed	☐ other (please spec	rify):
□ business trust	☐ limited partnership, to be formed		
	Month Year		
Actual or Estimated Date of Incorporation or C	•		
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service abbreviation for S		
	CN for Canada; FN for other foreign jurisdic	ction) DE	
GENERAL INSTRUCTIONS			

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 100 F Street N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
 Enter the information requested for t Each promoter of the issuer, if Each beneficial owner having t Each executive officer and dire Each general and managing part 	the issuer has be the power to vote ector of corporate	or dispose, or direct the issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	■ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				~	
Behfar, Alex A.	01 1 16	G: G: 7' G	1.\		
Business or Residence Address	•	street, City, State, Zip Coo	de)		
c/o BinOptics Corporation, 9 Brown Ro Check Box(es) that Apply:		☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	☐ Promoter	D Beneficial Owler	Executive Officer	LI Director	Ocherar and or Managing Farmer
Morrow, Alan					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o BinOptics Corporation, 9 Brown Ro	•		,		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Hulecki, Gregory			7082 T		
Business or Residence Address	`	treet, City, State, Zip Cod	•		
c/o FA Technology Ventures, L.P., 150					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Proujansky, Philip Business or Residence Address	Olumber and S	treet, City, State, Zip Coo	ta)		
c/o Cayuga Venture Fund II, LLC, 15 T	•		ie)		
Check Box(es) that Apply:	□ Promoter	□Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		Districtar Owner	D Executive Officer	■ Director	Ocheral and of Managing Fadde
Tan rame (East name mist, it merriaam)					
Brown, Daniel					
Business or Residence Address	•	Street, City, State, Zip Co	,		
c/o ArrowPath Venture Capital, 3 Lago					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Packard, Warren Business or Residence Address	/Number and 9	Street, City, State, Zip Co	de)		
Business of Residence Address	(Number and 2	street, City, State, Zip Co	ac)		
c/o Draper Fisher Jurvetson Fund VII,	L.P., 2882 Sand	Hill Road, Suite 150, M	lenio Park, CA 94025	· _ ·	· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Lee, Steven			• • • • • • • • • • • • • • • • • • • •		
Business or Residence Address	•	Street, City, State, Zip Co	ode)		
Check Box(ss) that Apply			- F .: 00°		
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
run Name (Last name mst, ii individuai)					
Draper Fisher Jurvetson Fund VII, L.P	<u>, </u>				
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
2882 Sand Hill Road, Suite 150, Menlo	Park, CA 9402	5			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Cayuga Venture Fund II, LLC	Observe t	Charles Circ. Charles 27 C	-4-0		 -
Business or Residence Address	(inumber and	Street, City, State, Zip Co	xic)		
15 Thornwood Drive, Ithaca, NY 14850)				

		A. BASIC IDENT	IFICATION DATA			
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual) ArrowPath Fund II, L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
ArrowPath Venture Capital, 3 Lagoon	Drive Suite 130	Dadwood Shores CA	04065			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	D 1 Tolliotei	- Belieficial Owlier	LXCCUIVC Officer	L Director	deneral and of Managing 1 across	
Tan Tante (225) name mist, it morrosati						
FA Technology Ventures, L.P.					<u>.</u>	
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)			
100 Federal Street, 33rd Fl., Boston, MA	A 02110					
Check Box(es) that Apply:	☐ Promoter	 Beneficial Owner 	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Forghani, Darius						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	ode)			
619 Church Street, Mountain View, CA	94041					
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	- I Tromoter	- Denemenal Owner	E Excessive Officer	L Director	S Other Land of Manager & Land	
ZAD Global Fund I						
Business or Residence Address (Number and Street, City, State, Zip Code)						
	(,,,,	,			
P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands						
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Haug, Richard						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o BinOptics Corporation, 9 Brown Ro	ad. Ithaca. NV	14850				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)	_ 1.10mb(c)	_ Delicited Owner	_ Laccative Officer	2 2	- Janear and or Frankling I willow	
,						
Kwong, Norman		0 0	•			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o BinOptics Corporation, 9 Brown Ro	ad, Ithaca, NY	14850				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	B. INFORMATION ABOUT OFFERING		
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.		•
2.	What is the minimum investment that will be accepted from any individual?	\$ n/a	
		Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
	Name (Last name first, if individual)		
none			
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	ne of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
1] _ [] _ [] _ [] _	IL]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [/ [] _ [] _ [] _	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [] _ [] _ []	IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>4,600,000,25</u>	\$_4,600,000,25
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	\$	s
	Other (Specify)	\$ \$	<u>~</u>
	Total	\$_4,600,000,25_	\$ 4,600,000.25
	Answer also in Appendix, Column 3, if filing under ULOE.	\$ <u>4,000,000.23</u>	3 4,000,000.25
	, and the management of the ma		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	11_	\$ <u>4,600,000.25</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		J
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of Security	Dollar Amount Sold
	Type of offering	•	6
	Rule 505	-	\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	_	\$
	Legal Fees		\$ <u>40,000</u>
	Accounting Fees		\$
	Engineering Fees	_	\$
	Sales Commissions (specify finders' fees separately)		s
	Other Expenses (identify)	0	s
	Total		\$40,000
			-

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggre	gate offering price given in response to Part C -	- Onestion			
1 and total expenses furnished in response	to Part C – Question 4.a. This difference is the	e		\$.	4,560,000.25
for each of the purposes shown. If the am and check the box to the left of the estimate	gross proceeds to the issuer used or proposed to ount for any purpose is not known, furnish an ete. The total of the payments listed must equal orth in response to Part C – Question 4.b above.	stimate the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees			\$		\$
Purchase of real estate			s		\$
Purchase, rental or leasing and installation	of machinery and equipment		s		\$
Construction or leasing of plant buildings	and facilities		s	0	s
Acquisition of other business (including that may be used in exchange for the asset	he value of securities involved in this offering ts or securities of another issuer pursuant to a				
0 ,			\$		s
Repayment of indebtedness			\$		\$
Working capital			\$	•	\$ <u>4,560,000.25</u>
Other (specify):		_ 0	\$	0	\$
		_			
1001000000			\$	0	\$
Column Totals		•	S <u> </u>		\$_4,560,000.25
Total Payments Listed (column totals add	ed)		■ \$ <u>_</u> 4	.560.000.:	<u> 25</u>
	D. FEDERAL SIGNAT	IIRE			•
	D. 1 B. D. B. G. W. L.	OKE			
The issuer has duly caused this notice to be sign undertaking by the issuer to furnish to the U.	ned by the undersigned duly authorized person. S. Securities and Exchange Commission, upon	If this notice written reques	is filed under Rule 505, the	following	signature constitutes i by the issuer to any
non-accredited investor pursuant to paragraph (•	,		,
 					
ssuer (Print or Type)	Signature		Date		
3inOptics Corporation	Cla & Moun		July <u>31</u> , 2008		
Name of Signer (Print or Type)	Title of Signer (Print or Type)				
Alan Morrow	Vice President of Technology and A	Administratio	n and Secretary		
BinOptics Corporation Name of Signer (Print or Type)	Title of Signer (Print or Type)		July <u>31</u> , 2008		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)